

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| ----- | x | |
| | : | |
| In re | : | Chapter 11 |
| | : | |
| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| ----- | x | |

AFFIDAVIT OF SERVICE

I, Elizabeth Adam, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On November 20, 2007, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via electronic notification and (ii) upon the parties listed on Exhibit B hereto via postage pre-paid U.S. mail:

- 1) Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 15671 (ATS Ohio Inc. And Longacre Master Fund Ltd.) (Docket No. 10965) [a copy of which is attached hereto as Exhibit C]
- 2) Joint Stipulation And Agreed Order Disallowing And Expunging Proof Of Claim Number 12219 (Laura J. Marion) (Docket No. 10966) [a copy of which is attached hereto as Exhibit D]
- 3) Joint Stipulation And Agreed Order Disallowing And Expunging Proofs Of Claim Numbers 1440 And 9824 (New York State Department Of Taxation And Finance) (Docket No. 10967) [a copy of which is attached hereto as Exhibit E]
- 4) Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 10179 (Cherry GmbH And Hain Capital Holdings, LLC) (Docket No. 10968) [a copy of which is attached hereto as Exhibit F]
- 5) Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 9151 (ARC Automotive, Inc.) (Docket No. 10969) [a copy of which is attached hereto as Exhibit G]
- 6) Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 13930 (CSX Realty Development LLC) (Docket No. 10970) [a copy of which is attached hereto as Exhibit H]

- 7) Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Numbers 11706 And 14319 (Timken U.S. Co., The Timken Company, And SPCP Group, L.L.C., As Agent For Silver Point Capital Fund, L.P. And Silver Point Capital Offshore Fund, Ltd) (Docket No. 10971) [a copy of which is attached hereto as Exhibit I]
- 8) Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 11047 (JPMorgan Chase Bank, N.A.) (Docket No. 10972) [a copy of which is attached hereto as Exhibit J]
- 9) Joint Stipulation And Agreed Order Compromising And Disallowing Proof Of Claim Number 12383 (ViaSystems Group, Inc) (Docket No. 10973) [a copy of which is attached hereto as Exhibit K]
- 10) Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 11660 (Bank Of America, N.A.) (Docket No. 10974) [a copy of which is attached hereto as Exhibit L]
- 11) Joint Stipulation And Agreed Order Reducing Proof Of Claim Number 2247 And Compromising And Allowing In Part Proof Of Claim Number 13981 (Docket No. 10975) [a copy of which is attached hereto as Exhibit M]

On November 20 2007, I caused to be served the document listed below upon the parties listed on Exhibit N hereto via postage pre-paid U.S. mail:

- 12) Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 15671 (ATS Ohio Inc. And Longacre Master Fund Ltd.) (Docket No. 10965) [a copy of which is attached hereto as Exhibit C]

On November 20 2007, I caused to be served the document listed below upon the parties listed on Exhibit O hereto via postage pre-paid U.S. mail:

- 13) Joint Stipulation And Agreed Order Disallowing And Expunging Proof Of Claim Number 12219 (Laura J. Marion) (Docket No. 10966) [a copy of which is attached hereto as Exhibit D]

On November 20 2007, I caused to be served the document listed below upon the parties listed on Exhibit P hereto via postage pre-paid U.S. mail:

- 14) Joint Stipulation And Agreed Order Disallowing And Expunging Proofs Of Claim Numbers 1440 And 9824 (New York State Department Of Taxation And Finance) (Docket No. 10967) [a copy of which is attached hereto as Exhibit E]

On November 20 2007, I caused to be served the document listed below upon the parties listed on Exhibit Q hereto via postage pre-paid U.S. mail:

- 15) Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 10179 (Cherry GmbH And Hain Capital Holdings, LLC) (Docket No. 10968) [a copy of which is attached hereto as Exhibit F]

On November 20 2007, I caused to be served the document listed below upon the parties listed on Exhibit R hereto via postage pre-paid U.S. mail:

- 16) Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 9151 (ARC Automotive, Inc.) (Docket No. 10969) [a copy of which is attached hereto as Exhibit G]

On November 20 2007, I caused to be served the document listed below upon the parties listed on Exhibit S hereto via postage pre-paid U.S. mail:

- 17) Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 13930 (CSX Realty Development LLC) (Docket No. 10970) [a copy of which is attached hereto as Exhibit H]

On November 20 2007, I caused to be served the document listed below upon the parties listed on Exhibit T hereto via postage pre-paid U.S. mail:

- 18) Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Numbers 11706 And 14319 (Timken U.S. Co., The Timken Company, And SPCP Group, L.L.C., As Agent For Silver Point Capital Fund, L.P. And Silver Point Capital Offshore Fund, Ltd) (Docket No. 10971) [a copy of which is attached hereto as Exhibit I]

On November 20 2007, I caused to be served the document listed below upon the parties listed on Exhibit U hereto via postage pre-paid U.S. mail:

- 19) Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 11047 (JPMorgan Chase Bank, N.A.) (Docket No. 10972) [a copy of which is attached hereto as Exhibit J]

On November 20 2007, I caused to be served the document listed below upon the parties listed on Exhibit V hereto via postage pre-paid U.S. mail:

- 20) Joint Stipulation And Agreed Order Compromising And Disallowing Proof Of Claim Number 12383 (ViaSystems Group, Inc) (Docket No. 10973) [a copy of which is attached hereto as Exhibit K]

On November 20 2007, I caused to be served the document listed below upon the parties listed on Exhibit W hereto via postage pre-paid U.S. mail:

- 21) Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 11660 (Bank Of America, N.A.) (Docket No. 10974) [a copy of which is attached hereto as Exhibit L]

On November 20 2007, I caused to be served the document listed below upon the parties listed on Exhibit X hereto via postage pre-paid U.S. mail:

- 22) Joint Stipulation And Agreed Order Reducing Proof Of Claim Number 2247 And Compromising And Allowing In Part Proof Of Claim Number 13981 (Docket No. 10975) [a copy of which is attached hereto as Exhibit M]

Dated: November 21, 2007

/s/ Elizabeth Adam
Elizabeth Adam

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 21st day of November, 2007, by Elizabeth Adam, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Leanne V. Rehder

Commission Expires: 3/2/08

EXHIBIT A

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | FAX | EMAIL | PARTY / FUNCTION |
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| Fried, Frank, Harris, Shriver & Jacobson | Brad Eric Sheler Bonnie Steingart Vivek Melwani Jennifer L Rodburg Richard J Slivinski | One New York Plaza | | New York | NY | 10004 | 212-859-8000 | 212-859-4000 | rodbuie@ffhsj.com sliviri@ffhsj.com randall.eisenberg@fticonsulting.com | Counsel to Equity Security Holders Committee |
| FTI Consulting, Inc. | Randall S. Eisenberg | 3 Times Square | 11th Floor | New York | NY | 10036 | 212-2471010 | 212-841-9350 | valerie.venable@ge.com | Financial Advisors to Debtors |
| General Electric Company | Valerie Venable | 9930 Kinsey Avenue 1701 Pennsylvania Avenue, NW | | Huntersville | NC | 28078 | 704-992-5075 | 866-585-2386 | valerie.venable@ge.com | Creditor Committee Member |
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| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | FAX | EMAIL | PARTY / FUNCTION |
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| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | FAX | EMAIL | PARTY / FUNCTION |
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| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | COUNTRY | PHONE | FAX | EMAIL | PARTY / FUNCTION |
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| Balch & Bingham LLP | Eric T. Ray | PO Box 306 | | Birmingham | AL | 35201 | | 205-251-8100 | 205-226-8799 | eray@balch.com | Attorney for Alabama Power Company |
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| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | COUNTRY | PHONE | FAX | EMAIL | PARTY / FUNCTION |
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| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | FAX | EMAIL | PARTY / FUNCTION |
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | | |
|-----------------------------|---|-------------------------|
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| | : | |
| In re | : | Chapter 11 |
| | : | |
| DELPHI CORPORATION, et al., | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| ----- | X | |

JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 15671
(ATS OHIO INC. AND LONGACRE MASTER FUND LTD.)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and ATS Ohio Inc. ("ATS Ohio") and Longacre Master Fund Ltd. ("Longacre," and together with ATS Ohio, the "Claimants"), respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 15671 (ATS Ohio Inc. And Longacre Master Fund Ltd.) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 13, 2006, ATS Ohio filed proof of claim number 15671 against Delphi Automotive Systems LLC ("DAS LLC"), which asserts an unsecured non-priority claim in the amount of \$1,621,059.30 (the "Claim") stemming from the sale of goods to ATS Ohio and services performed on behalf of ATS Ohio.

WHEREAS, on December 22, 2006, ATS Ohio assigned its interest in the Claim to Longacre pursuant to a certain Assignment of Claim, as evidenced by a Notice of Transfer filed with the Delphi Bankruptcy Court (Docket No. 6279).

WHEREAS, on July 13, 2007, the Debtors objected to the Claim pursuant to the Debtors' Nineteenth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Untimely Claim, and (D) Claims Subject to Modification, Tax Claims Subject to Modification, Modified Claims Asserting Reclamation, and Consensually Modified and Reduced Claims (Docket No. 8617) (the "Nineteenth Omnibus Claims

Objection").

WHEREAS, on August 14, 2007, ATS Ohio filed its Response Of ATS Ohio Inc. To Debtors' Nineteenth Omnibus Claims Objection (Docket No. 9075) (the "Response").

WHEREAS, on November 9, 2007, to resolve the Nineteenth Omnibus Claims Objection with respect to the Claim, DAS LLC, ATS Ohio and Longacre entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$1,621,059.30.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors, ATS Ohio and Longacre stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$1,621,059.30 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.

2. ATS Ohio shall withdraw its Response to the Nineteenth Omnibus Claims
Objection with prejudice.

So Ordered in New York, New York, this 16th day of November, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| | : | |
| In re | : | Chapter 11 |
| | : | |
| DELPHI CORPORATION, et al., | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| ----- | X | |

JOINT STIPULATION AND AGREED ORDER DISALLOWING AND EXPUNGING
PROOF OF CLAIM NUMBER 12219
(LAURA J. MARION)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), Laura J. Marion ("Marion") respectfully submit this Joint Stipulation And Agreed Order Disallowing And Expunging Proof Of Claim Number 12219 (Laura J. Marion) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 28, 2006, Marion filed proof of claim number 12219 against Delphi, which asserts an unsecured non-priority claim in an unliquidated amount (the "Claim") for indemnification and advancement of expenses.

WHEREAS, on September 21, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twenty-First Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Untimely Equity Claim, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims, And (F) Claims Subject To Modification, Tax Claim Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 9535) ("Twenty-First Omnibus Claims Objection").

WHEREAS, Marion acknowledges and agrees that the Claim should be disallowed and expunged.

WHEREAS, the Debtors acknowledge and agree that nothing in this order impacts the rights or claims, if any, of Laura J. Marion under the Order Under 11 U.S.C. Section

105(a) And Fed. R. Bankr. P. 2016(a) Authorizing Advancement Of Defense Costs Under Debtors' Insurance Policies (Docket No. 6264) ("Insurance Proceeds Defense Costs Order"), which was entered in these cases on December 22, 2006.

THEREFORE, the Debtors and Marion stipulate and agree as follows:

1. The Claim shall be disallowed and expunged in its entirety.

So Ordered in New York, New York, this 16th day of November, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
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| DELPHI CORPORATION, et al., | : | Case No. 05-44481 (RDD) |
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| Debtors. | : | (Jointly Administered) |
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JOINT STIPULATION AND AGREED ORDER DISALLOWING AND
EXPUNGING PROOFS OF CLAIM NUMBERS 1440 AND 9824
(NEW YORK STATE DEPARTMENT OF TAXATION AND FINANCE)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and New York State Department of Taxation and Finance ("New York"), respectfully submit this Joint Stipulation And Agreed Order Disallowing And Expunging Proofs Of Claim Numbers 1440 And 9824 (New York State Department Of Taxation And Finance) and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on January 4, 2006, New York filed proof of claim number 1440 against DAS LLC which asserts (i) an unsecured priority claim in the amount of \$4.98 and (ii) an unsecured non-priority claim in the amount of \$192.80 ("Claim 1440") arising from alleged tax liability for periods ending prior to the Petition Date.

WHEREAS, on July 11, 2006, New York filed proof of claim number 9824 against DAS LLC which asserts (i) an unsecured priority claim in the amount of \$20,082,602.46 and (ii) an unsecured non-priority claim in the amount of \$29,749.59 ("Claim 9824") arising from alleged tax liability for periods ending prior to the Petition Date.

WHEREAS, on August 24, 2007, the Debtors objected to Claim 9824 pursuant to the Debtors' Twentieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Duplicate And Amended Claims, (b) Insufficiently Documented Claims, (c) Claims Not Reflected On Debtors' Books And Records, (d) Untimely Claim, And (e) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting

Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9151) (the "Twentieth Omnibus Claims Objection").

WHEREAS, on August 27, 2007, New York filed proof of claim number 16646 against DAS LLC which asserts an administrative claim in the amount of \$7,775,078.32 ("Claim 16646") arising from alleged tax liability for a period ending prior to the Petition Date.

WHEREAS, on August 31, 2007, New York filed proof of claim number 16648 against DAS LLC which asserts (i) an unsecured priority claim in the amount of \$7,938,701.29 and (ii) an unsecured non-priority claim in the amount of \$29,749.59 ("Claim 16648") arising from alleged tax liability for periods ending prior to the Petition Date.

WHEREAS, on September 19, 2007, New York filed its Response Of The New York State Department Of Taxation And Finance To Debtor's Twentieth Omnibus Objection To Certain Claims (Docket No. 9402) (the "Response").

WHEREAS, on September 21, 2007, the Debtors objected to Claim 16646 and Claim 16648 pursuant to the Debtors' Twenty-First Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Duplicate Or Amended Claims, (b) Untimely Equity Claim, (c) Insufficiently Documented Claims, (d) Claims Not Reflected On Debtors' Books And Records, (e) Untimely Claims, And (f) Claims Subject To Modification, Tax Claim Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 9535) (the "Twenty-First Omnibus Claims Objection").

WHEREAS, on October 26, 2007, Claim 16646 and Claim 16648 were disallowed and expunged pursuant to the Order Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 Disallowing and Expunging Certain (A) Duplicate or Amended Claims,

(B) Untimely Equity Claim, (C) Insufficiently Documented Claims, (D) Claims Not Reflected on Debtors' Books and Records, (E) Untimely Claims, and (F) Claims Subject to Modification, Tax Claim Subject to Modification, and Modified Claims Asserting Reclamation Identified in Twenty-First Omnibus Claims Objection (Docket No. 10728).

WHEREAS, as a result of a use tax audit, DAS LLC owed New York \$8,557,413.88 (corresponding to \$6,593,263.19 in taxes and \$1,964,150.69 in interest) and New York owed DAS LLC a refund in the amount of \$1,829,587.68 (corresponding to \$1,537,445.94 in taxes and \$292,141.74 in interest) for the period from January 1, 1999 through October 8, 2005, with a net amount owed by DAS LLC to New York of \$6,727,826.20 for this period.

WHEREAS, as a result of a use tax audit, DAS LLC owed New York \$139,340.01 (corresponding to \$119,452.82 in taxes and \$19,887.19 in interest) and New York owed DAS LLC a refund in the amount of \$748,233.12 (corresponding to \$688,394.27 in taxes and \$59,838.85 in interest) for the period from October 9, 2005 through November 30, 2006, with a net amount owed by New York to DAS LLC of \$608,893.11 for this period.

WHEREAS, because DAS LLC was authorized to pay New York the \$6,727,826.20 for the period from January 1, 1999 through October 8, 2005 under the Order Under 11 U.S.C. §§ 105, 363(b), 507(a)(8), 541, 1107, and 1108 Authorizing Debtors to Pay Prepetition Sales, Use, Trust Fund, and Other Taxes and Related Obligations (Docket No. 233) (the "Use Tax Order"), and because New York owed DAS LLC the \$608,893.11 refund for the period from October 9, 2005 through November 30, 2006, the total net amount owed by DAS LLC to New York was \$6,118,933.09.

WHEREAS, pursuant to the Use Tax Order, DAS LLC has paid New York \$6,118,933.09 to resolve the taxes giving rise to the claims asserted in Claim 1440, Claim 9824,

Claim 16646, and Claim 16648.

THEREFORE, the Debtors and New York stipulate and agree as follows:

1. Proof of claim number 1440 shall be disallowed and expunged in its entirety.
2. Proof of claim number 9824 shall be disallowed and expunged in its entirety.
3. New York shall withdraw its Response to the Twentieth Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 16th day of November, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
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| DELPHI CORPORATION, et al., | : | Case No. 05-44481 (RDD) |
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| Debtors. | : | (Jointly Administered) |
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 10179
(CHERRY GMBH AND HAIN CAPITAL HOLDINGS, LLC)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), Cherry GmbH, and Hain Capital Holdings, LLC ("Hain") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 10179 (Cherry GmbH And Hain Capital Holdings, LLC) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on April 21, 2006, Cherry GmbH submitted a demand to the Debtors asserting a reclamation claim in the amount of \$313,012.72 (the "Reclamation Demand").

WHEREAS, on July 21, 2006, Cherry GmbH filed proof of claim number 10179 against Delphi asserting (i) a general unsecured non-priority claim in the amount of \$936,468.77 for goods manufactured and delivered by Cherry GmbH to DAS LLC, (ii) a general unsecured non-priority claim in the amount of \$3,476,701.56 for a cancellation claim (the "Cancellation Claim"), and (iii) the Reclamation Demand in the amount of \$313,012.72, for an aggregate total of \$4,726,183.05 (collectively, the "Claim").

WHEREAS, on August 14, 2006, Cherry GmbH assigned a portion of its interest in the Claim to Hain pursuant to a Notice of Transfer (Docket No. 4908).

WHEREAS, on October 31, 2006, the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims

Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. [5452]) (the "Third Omnibus Claims Objection").

WHEREAS, on November 21, 2006, Cherry GmbH filed its Response Of Cherry GmbH To The Debtors' Third Omnibus Objection To Claims (Docket No. 5649).

WHEREAS, on November 7, 2007, to resolve the Third Omnibus Claims Objection with respect to the Claim, DAS LLC, Cherry GmbH, and Hain entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, on November 7, 2007, the Debtors and Cherry GmbH entered into a letter agreement (the "Reclamation Letter Agreement") with respect to the Reclamation Demand, whereby the Debtors and Cherry GmbH acknowledge and agree that the valid amount of the Reclamation Demand is \$161,563.08 (the "Reclamation Claim"), subject to the Debtors' right to seek, at any time and notwithstanding Cherry GmbH's agreement to the amount set forth in the Reclamation Letter Agreement, a judicial determination that certain reserved defenses (the "Reserved Defenses") to the Reclamation Claim are valid.

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$1,138,762.48.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claims involve ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the Debtors, Cherry GmbH, and Hain stipulate and agree as

follows:

1. As expressly set forth in the Settlement Agreement, the Claim shall be allowed in the amount of \$1,138,762.48 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Cherry GmbH shall waive the Cancellation Claim in its entirety.
3. Cherry GmbH reserves the right, pursuant to section 503(b) of the Bankruptcy Code, to seek administrative priority status for \$161,563.08 of the Claim on the grounds that Cherry GmbH has a valid reclamation claim in the amount of \$161,563.08.
4. The Debtors reserve the right to seek, at any time and notwithstanding Cherry GmbH's agreement to the amount set forth in the Reclamation Letter Agreement, a judicial determination that the Reserved Defenses are valid.
5. Cherry GmbH hereby withdraws its Response to the Third Omnibus Claims Objection, with prejudice.
6. This Stipulation does not impact, alter or affect any other proofs of claim or reclamation demands that Cherry Corporation or Hain may file or otherwise assert against the Debtors, and it pertains solely to the Claim.
7. With respect to any conflict between this Order and the Settlement Agreement, the terms of the Settlement Agreement shall apply.

So Ordered in New York, New York, this 16th day of November, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : Chapter 11 |
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| DELPHI CORPORATION, et al., | : Case No. 05-44481 (RDD) |
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| Debtors. | : (Jointly Administered) |
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 9151
(ARC AUTOMOTIVE, INC.)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and ARC Automotive, Inc. ("ARC") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 9151 (ARC Automotive, Inc.) (this "Joint Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on October 10, 2005, ARC submitted a demand to the Debtors asserting a reclamation claim in the amount of \$1,706,930.63 (the "Reclamation Demand").

WHEREAS, on May 24, 2006, the Debtors and ARC entered into a letter agreement (the "Reclamation Letter Agreement") with respect to the Reclamation Demand, whereby the Debtors and ARC acknowledge and agree that the valid amount of the Reclamation Demand is \$218,571.21 (the "Reclamation Claim"), subject to the Debtors' right to seek, at any time and notwithstanding ARC's agreement to the amount set forth in the Reclamation Letter Agreement, a judicial determination that certain reserved defenses (the "Reserved Defenses") to the Reclamation Claim are valid.

WHEREAS, ARC filed proof of claim number 9151 against DAS LLC on July 13, 2006, which asserts a claim in the amount of \$1,073,139.28 (the "Claim") arising from goods delivered and royalties due under a supply contract and a license agreement, respectively. ARC asserted that a portion of the Claim was entitled to administrative expense priority as it consisted of goods subject to a reclamation demand. ARC also asserted that a portion of the Claim is secured by a right of setoff.

WHEREAS, the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006.

WHEREAS, on November 20, 2006, ARC filed ARC Automotive, Inc.'s Response To Debtors' Third Omnibus Objection To Certain Claims (Docket No. 5577) (the "Response").

WHEREAS, the Debtors are authorized to enter into this Joint Stipulation either because the Claim involves an ordinary course controversy or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and ARC stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$925,476.40 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC. To the extent DAS LLC was entitled to apply any discounts to amounts due to ARC for the pre-petition delivery of goods as a result of accelerated payment terms and such discounts were not applied as of the Petition Date (the "Pre-Petition Discounts"), the parties have taken into account such Pre-Petition Discounts in determining the amount of the allowed Claim and DAS LLC is no longer entitled to apply such Pre-Petition Discounts to any amounts due to ARC.

2. ARC reserves the right, pursuant to section 503(b) of the Bankruptcy Code, to seek administrative priority status for \$218,571.21 of the Claim on the grounds that ARC has a valid reclamation claim in the amount of \$218,571.21.

3. The Debtors reserve the right to seek, at any time and notwithstanding ARC's agreement to the amount set forth in the Reclamation Letter Agreement, a judicial determination that the Reserved Defenses are valid.

4. ARC shall withdraw its Response to the Third Omnibus Objection.

So Ordered in New York, New York, this 16th day of November, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
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| DELPHI CORPORATION, et al., | : | Case No. 05-44481 (RDD) |
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| Debtors. | : | (Jointly Administered) |
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JOINT STIPULATION AND AGREED ORDER COMPROMISING AND ALLOWING
PROOF OF CLAIM NUMBER 13930
CSX REALTY DEVELOPMENT LLC

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and CSX Realty Development LLC ("CSX"), its successors and permitted assigns (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 13930 and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 31, 2006, CSX filed Proof of Claim No. 13930 against Delphi Automotive Systems LLC ("DAS LLC"), asserting an unsecured priority claim in excess of \$ 5 million (the "Claim") alleging that DAS LLC is liable for damage to property in Vandalia, Ohio owned by CSX (the "CSX Vandalia Property") and that environmental contamination associated with operations at DAS LLC's facility in Buena Vista, Michigan (the "Buena Vista Facility") has damaged CSX's property in Michigan.

WHEREAS on October 31, 2006, the Debtors objected to the Claim pursuant to the Debtors' (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection").

WHEREAS, on November 22, 2006, CSX filed its Response and Objection of CSX Realty Development LLC to Debtors' (I) Third Omnibus Objection (Substantive) Pursuant

to 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books and Records, And (C) Claims Subject To Modification And (II) Motion to Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) And Response And Objection Of CSX Realty Development LLC To Debtors' Motion For Order Pursuant To 11 U.S.C. § § 502(b) and 502(c) and Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007 and 9014 Establishing (I) Dates For Hearings Regarding Disallowance Or Estimation Of Claims And (II) Certain Notices And Procedures Governing Hearings Regarding Disallowance Or Estimation Of Claims (Docket No. 5800).

WHEREAS, on October 15, 2007, to resolve the Third Omnibus Claims Objection with respect to the Claim, DAS LLC and the Claimant entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC as set forth infra.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and the Claimants stipulate and agree as follows:

1. The Claim shall be allowed with respect to the CSX Vandalia Property in the amount of three hundred- thousand dollars (\$300,000.00) which shall be treated as prepetition general unsecured non-priority claim against the estate of DAS LLC.
2. Claimant shall receive no recovery with respect to the Claim as it

relates to alleged damages resulting from environmental contamination associated with operations at the Buena Vista Facility. The Claim, as it relates to such alleged damages shall be an "Environmental Obligation" and "Flow-Through Claim" as defined in the Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors in Possession as filed with this Court on September 6, 2007.

So Ordered in New York, New York, this 16th day of November, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

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APPROVED FOR ENTRY:

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| DELPHI CORPORATION, et al., | : | Case No. 05-44481 (RDD) |
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| Debtors. | : | (Jointly Administered) |
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBERS 11706 AND 14319
(TIMKEN U.S. CO., THE TIMKEN COMPANY, AND SPCP GROUP,
L.L.C., AS AGENT FOR SILVER POINT CAPITAL FUND, L.P.
AND SILVER POINT CAPITAL OFFSHORE FUND, LTD)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), Timken U.S. Co. ("Timken U.S."), The Timken Company ("Timken Co.," and together with Timken U.S., "Timken"), and SPCP Group, L.L.C., as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, LTD ("SPCP," and together with Timken, the "Claimants," and with DAS LLC, the "Parties") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Numbers 11706 And 14319 (Timken U.S. Co., The Timken Company, And SPCP Group, L.L.C., as agent for Silver Point Capital Fund, L.P and Silver Point Capital Offshore Fund, LTD) (this "Joint Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, as of June 2, 2006, Timken Co. (misdesignated as The Timken Corporation) and DAS LLC entered into an Assumption Agreement (the "Assumption Agreement"), whereby DAS LLC agreed that it would make a payment in the amount of \$1,803,986.64 (the "Cure Amount") by December 31, 2006 in connection with the assumption of that certain Life Time Contract dated September 18, 2001 (as may have been amended from time to time).

WHEREAS, on July 27, 2006, Timken U.S. filed proof of claim number 11706 against the Debtors, asserting an unsecured non-priority claim in the amount of \$210,932.12 and

a secured claim in the amount of \$25,011.37 (collectively, "Claim 11706") arising from the delivery of goods prior to the Petition Date.

WHEREAS, on July 31, 2006, Timken Co. (misdesignated as Timken U.S. Co.) filed proof of claim number 14319 against the Debtors, asserting an unsecured non-priority claim in the amount of \$2,883,781.07, an unsecured priority claim in the amount of \$1,803,986.64, and a secured claim in the amount of \$551,667.27 (collectively, "Claim 14319") arising from the delivery of goods prior to the Petition Date.

WHEREAS, on October 31, 2006, the Debtors objected to Claim 11706 and Claim 14319 pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection").

WHEREAS, on November 22, 2006, Timken filed the Response Of Timken U.S. Co. And U.S. Timken Co. To The Debtors' Third Omnibus Objection To Claims (Docket No. 5796) (the "Third Omnibus Response").

WHEREAS, on December 3, 2006 (the "Cure Payment Date"), DAS LLC paid Timken Co. the Cure Amount in accordance with the terms of the Assumption Agreement and in satisfaction of Timken Co.'s unsecured priority claim (the "Cure Claim") in the amount of the Cure Amount.

WHEREAS, on January 23, 2007, Timken Co. filed proof of claim number 16499 against Delphi, asserting an unsecured non-priority claim in the amount of \$2,702,790.97, an unsecured priority claim in the amount of \$1,803,986.64, and a secured claim in the amount of

\$732,657.37 (collectively, "Claim 16499," and together with Claim 11706 and Claim 14319, the "Claims") arising from the delivery of goods prior to the Petition Date.

WHEREAS, on June 15, 2007, the Debtors objected to Claim 16499 pursuant to the Debtors' Sixteenth Omnibus Objection (Procedural) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims And (B) Protective Claims (Docket No. 8271) (the "Sixteenth Omnibus Claims Objection").

WHEREAS, on July 12, 2007, Timken Co. filed its Response Of Timken U.S. Co. And The Timken Company To The Debtors Sixteenth Omnibus Objection To Claims (Docket No. 8574) (the "Sixteenth Omnibus Response").

WHEREAS, on August 3, 2007, Timken assigned its interest in the Claims to SPCP as evidenced by a Notice Of Transfer Of Claim Other Than For Security (Docket No. 8885).

WHEREAS, on September 7, 2007, this Court entered the Joint Stipulation And Agreed Order Disallowing And Expunging Proof Of Claim Number 16499 (The Timken Company) (Docket No. 9282), pursuant to which, among other things, (i) Claim 16499 was disallowed and expunged in its entirety as duplicative of Claim 14319, (ii) Claim 14319 was deemed to be asserted by Timken Co. in the same amounts and classifications as Claim 16499, and (iii) Timken agreed to withdraw the Sixteenth Omnibus Response with prejudice.

WHEREAS, on September 7, 2007, the Debtors filed the Debtors' Motion for Order Pursuant to 11 U.S.C. §§ 105(a) and 502(c) (A) Estimating and Setting Maximum Cap on Certain Contingent or Unliquidated Claims and (B) Approving Expedited Claims Estimation Procedures (the "Estimation Motion") (Docket No. 9297) pursuant to which the Debtors sought, among other things, to cap (i) claim number 11706 to an amount of \$235,943.49, and (ii) claim

number 14319 to an amount of \$3,434,261.40.

WHEREAS, the Debtors are authorized to enter into this Joint Stipulation either because Claim 11706 and Claim 14319 involve ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Parties stipulate and agree as follows:

1. Claim 11706 shall be allowed in favor of SPCP against DAS LLC in the amount of \$235,943.49 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Claim 14319 shall be allowed in favor of SPCP against DAS LLC in the amount of \$2,906,570.74 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
3. The Cure Claim shall be allowed in favor of Timken Co. against DAS LLC in the amount of \$1,803,986.64; provided, however, that (i) the Cure Claim shall be deemed satisfied as a result of Timken Co.'s receipt of the Cure Amount on the Cure Payment Date, and (ii) Timken reserves its right to seek a distribution of postpetition interest on the Cure Claim from the Petition Date to the Cure Payment Date under the Debtors' plan of reorganization, and the Debtors reserve the right to contest the same.
4. To the extent DAS LLC was entitled to apply any discounts, credits, or cost recoveries to amounts due to Timken as a result of accelerated payment terms, returned material, defective product, or prepayments with respect to the prepetition delivery of goods

(collectively, the "Prepetition Discounts") and such Prepetition Discounts have not been applied as of the date of this Joint Stipulation, the parties have taken into account such Prepetition Discounts in determining the allowed amounts of Claim 11706, Claim 14319, and the Cure Claim and DAS LLC is no longer entitled to assert the right to such Prepetition Discounts or to apply such Prepetition Discounts to any amounts due to Timken. For the avoidance of doubt, nothing herein shall be deemed to (i) release Timken from its obligations under its purchase orders from DAS LLC with respect to returned material or defective products that are not the subject of an existing discount, credit, or cost recovery, including its warranty and indemnity obligations, or (ii) restrict DAS LLC from enforcing its rights under its purchase orders to Timken with respect to returned material or defective products that are not the subject of an existing discount, credit, or cost recovery.

5. Timken's Third Omnibus Response shall be deemed resolved in accordance with this Joint Stipulation. The Estimation Motion shall be deemed withdrawn with respect to Claim 11706 and Claim 14319.

So Ordered in New York, New York, this 16th day of November, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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Timken U.S. Co.

/s/ Brian Jarmain

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SPCP Group, L.L.C., as agent for Silver Point
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Delphi Legal Information Website:
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
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| DELPHI CORPORATION, et al., | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
PROOF OF CLAIM NUMBER 11047
(JPMORGAN CHASE BANK, N.A.)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and JPMorgan Chase Bank, N.A. ("JPMorgan") respectfully submit this Joint Stipulation And Agreed Order Compromising Proof Of Claim Number 11047 (JPMorgan Chase Bank, N.A.) (the "Stipulation") and agree and state as follows:

WHEREAS on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS on July 25, 2006, JPMorgan filed proof of claim number 11047 ("Claim No. 11047") against Delphi Corporation ("Delphi") asserting, on behalf of itself and the other lenders party to the Prepetition Credit Agreement (defined below), among other things, a liquidated secured claim in an not less than \$2,495,820,240.56 (the "Claim"), on account of principal, interest and fees owing under that certain Third Amended And Restated Credit Agreement, dated as of June 14, 2005 (the "Prepetition Credit Agreement") and related loan documents and a contingent, unliquidated claim for certain indemnification obligations set forth in the Prepetition Credit Agreement and related loan documents (the "Indemnification Obligations").

WHEREAS that the Order Under 11 U.S.C. §§ 105, 361, 362, 363, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), And 364(e) And Fed. R. Bankr. P. 2002, 4001 And 6004(g)(I) Authorizing Debtors To Obtain Post-Petition Financing And (II) Authorizing Debtors To Refinance Secured Post-Petition Financing And Prepetition Secured Debt entered by this Court on January 5, 2007 (Docket No. 6461) (the "Refinancing Order"), authorized the Debtors to

irrevocably repay in full all outstanding obligations due and payable under the Prepetition Credit Agreement which they did on January 9, 2007.

THEREFORE, the Debtors and JPMorgan, on behalf of itself and the other lenders party to the Prepetition Credit Agreement (defined below), stipulate and agree as follows:

1. The liquidated amount of the Claim shall be modified and reduced to \$0.00 to reflect the satisfaction of all outstanding amounts due and owing as described above.
2. The unliquidated portion of the Claim for Indemnification Obligations shall continue as a timely filed proof of claim and the amount of the Claim shall be listed as \$0 because no such Indemnification Obligations have been asserted as of the date hereof; provided that JPMorgan shall be entitled to assert claims for Indemnification Obligations and seek payment thereof to the extent as provided in paragraph 11 of the Refinancing Order. The rights of JPMorgan (and the lenders on whose behalf the Claim was made) and the Debtors' defenses with respect to the Indemnification Obligations are fully preserved and not in any way impaired or altered by virtue of this stipulation.

So Ordered in New York, New York, this 16th day of November, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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Ron E. Meisler
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/s/ Kenneth S. Ziman

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Attorneys for JPMorgan Chase Bank, N.A.

- and -

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Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

EXHIBIT K

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re: | : | |
| | : | Chapter 11 |
| DELPHI CORPORATION, et al., | : | Case No. 05-44481 [RDD] |
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| Debtors. | : | Jointly Administered |
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**JOINT STIPULATION AND AGREED ORDER
COMPROMISING AND DISALLOWING PROOF OF
CLAIM NUMBER 12383 (VIASYSTEMS GROUP, INC)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates,
including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-
possession in the above-captioned cases (the "Debtors") and Viasystems, Inc.
("Claimant") respectfully submit this Joint Stipulation And Agreed Order
Compromising And Disallowing Proof Of Claim Number 12383 (the "Stipulation") and
agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, on or about October 1, 2005, Claimant and DAS LLC agreed that DAS LLC would provide payment in advance to Claimant for obligations incurred by DAS LLC to Claimant (the "Cash In Advance Payments"); and

WHEREAS, on or prior to January 5, 2007, DAS LLC commenced initiating debits pursuant to which DAS LLC attempted to recoup amounts that DAS LLC believed were Cash In Advance Payments in excess of amounts owed to Claimant prepetition; and

WHEREAS, on July 28, 2007, Claimant filed proof of claim number 12383, 12383 (the "Claim") against DAS LLC; and

WHEREAS, the Claim asserts an unsecured nonpriority claim in the amount of \$762,104.80; and

WHEREAS, on July 15, 2007, the Debtors objected to the Claim pursuant to the Debtors' Seventeenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Insufficiently Documented Claims, (b) Claims Not Reflected On Debtors' Books And Records, (c) Insurance Claims Not Reflected On Debtors' Books and Records, (d) Untimely Claims and Untimely Tax Claims, And (e) Claims Subject To Modification, Tax Claims Subject To Modification,

And Claims Subject to Modification And Reclamation Agreement (Docket No. 8270)
(the "Seventeenth Omnibus Claims Objection"); and

WHEREAS, the Debtors and Claimant have reconciled all applicable
prepetition invoices and determined that the Debit Recoupments resulted in DAS LLC
recapturing amounts that were greater than the Cash In Advance Payments after taking
into account amounts owed prepetition by DAS LLC to Claimant.

WHEREAS, to resolve the Seventeenth Omnibus Claims Objection with
respect to the Claim and to return to Claimant the Cash In Advance Payments
erroneously returned to DAS LLC, Claimant and DAS LLC have agreed to enter into a
settlement agreement (the "Settlement Agreement").

WHEREAS, DAS LLC is authorized to enter into the Settlement
Agreement either because the Claims involve ordinary course controversies or pursuant
to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b)
Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And
Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court
on June 29, 2006.

WHEREAS, pursuant to the Settlement Agreement, DAS LLC
acknowledges and agrees that the Debit Recoupments resulted in DAS LLC recapturing
amounts that were greater than the Cash In Advance Payments after taking into
account amounts owed prepetition by DAS LLC to Claimant.

WHEREAS, pursuant to the Settlement Agreement, Claimant
acknowledges and agrees that the Claim shall be disallowed; and

NOW, THEREFORE, in consideration of the foregoing, the Debtors and Claimant stipulate and agree as follows:

1. Within ten (10) business days of the date hereof, DAS LLC shall return and pay to Claimant in cash the sum of \$365,540.00 as a return of excessive Debit Recoupments.

2. The Claim shall be disallowed in its entirety and expunged.

[signatures concluded on following page]

Dated: New York, New York
November 9, 2007

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000

Dated: St. Louis, Missouri
November 2007

VIASYSTEMS GROUP, INC.
By its Counsel,

/s/ Daniel Weber

DANIEL WEBER

101 South Hanley Road

St. Louis, Missouri 63105

314-727-2087

SO ORDERED

This 16th day of November, 2007 New York, New York

/s/Robert D. Drain

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT L

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Debtors and Debtors in Possession
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re: | : | |
| | : | Chapter 11 |
| DELPHI CORPORATION, et al., | : | Case No. 05-44481 [RDD] |
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| Debtors. | : | Jointly Administered |
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**JOINT STIPULATION AND AGREED ORDER
COMPROMISING AND ALLOWING PROOF OF
CLAIM NUMBER 11660 (BANK OF AMERICA, N.A.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors") and Bank of America, N.A., as assignee of Olin Corporation ("Bank of America") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 11660 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, on July 27, 2006, Bank of America filed proof of claim number 11660 (the "Proof of Claim") against DAS LLC, asserting an unsecured non-priority claim in the amount of \$10,605,213.61 for amounts owed by DAS LLC to Olin Corporation ("Olin") for copper, zinc and tin goods that were provided by Olin to DAS LLC prior to the Petition Date (the "Claim"); and

WHEREAS, in the Proof of Claim, Bank of America states that \$1,116,507.71 of the Claim is secured by a right of setoff, which arose from cash in advance payments made by DAS LLC to Olin prior to the Petition Date, which Olin subsequently assigned to Bank of America; and

WHEREAS, DAS LLC acknowledges that Olin shipped goods valued in excess of the Cash in Advance Payments after it received the Cash in Advance Payments and prior to the Petition Date, but it did not apply the Cash in Advance Payments to open invoices (the "Open Invoices") pending reconciliation of the Claim and may do so now; and

WHEREAS, on October 31, 2006, the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C)

Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"); and

WHEREAS, on November 21, 2006, Bank of America filed the Response of Bank of America to the Third Omnibus Claims Objection (Docket No. 5622) (the "Response to the Third Omnibus Claims Objection"); and

WHEREAS, on September 7, 2007, the Debtors filed their Motion For Order Pursuant to 11 U.S.C. §§ 105(a) And 502(c) (A) Estimating And Setting Maximum Cap On Certain Contingent Or Unliquidated Claims And (B) Approving Expedited Claims Estimation Procedures (Docket No. 9297) (the "Claims Estimation Motion"); and

WHEREAS, on September 20, 2007, Bank of America filed its Limited Objection and Counterproposal to the Claims Estimation Motion (Docket No. 9477) (the "Response to the Claims Estimation Motion"); and

WHEREAS, on October 31, 2007, to resolve the Third Omnibus Claims Objection and the Claims Estimation Motion with respect to the Claim, DAS LLC and Bank of America have reconciled the Claim and have entered into a settlement agreement (the "Settlement Agreement"); and

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$9,153,420 as a general unsecured non-priority claim; and

WHEREAS, DAS LLC is authorized to enter into the Settlement

Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

NOW, THEREFORE, in consideration of the foregoing, the Debtors and Bank of America stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$9,153,420 and shall be treated as an allowed general unsecured non-priority claim against DAS LLC.

2. Notwithstanding anything herein to the contrary, Bank of America reserves the right, pursuant to section 503(b) of the Bankruptcy Code, to seek reclamation administrative priority status for \$19,461 of the Claim.

3. Bank of America is authorized to apply the Cash In Advance Payments toward satisfaction of the Open Invoices.

4. The Response to the Third Omnibus Claims Objection and the Response to the Claims Estimation Motion are hereby withdrawn.

5. The Debtors agree that the Claim shall not be subject to any further objections by the Debtors, and hereby waive any right to seek reconsideration of the allowance of the Claim pursuant to 11 U.S.C. § 502(j), Federal Rule of Bankruptcy Procedure 3008 or otherwise.

6. This Stipulation does not impact, alter or affect any other proofs of claim that Bank of America has on file against the Debtors and relates solely to those

matters arising out of or related to the Claim.

Dated: New York, New York
October 31, 2007

DELPHI CORPORATION, et al.,
DELPHI AUTOMOTIVE SYSTEMS LLC
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger

NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000

[Signatures concluded on the following page]

Dated: New York, New York
October 31, 2007

BANK OF AMERICA, N.A.
By its Counsel,
MAYER, BROWN, ROWE & MAW LLP
By:

/s/ Jeffrey G. Tougas

JEFFREY G. TOUGAS (JT-5533)
1675 Broadway
New York, New York 10019
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SO ORDERED

This 16th day of November, 2007
in New York, New York

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT M

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re: | : |
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| DELPHI CORPORATION, et al., | : Chapter 11 |
| | : Case No. 05-44481 [RDD] |
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| Debtors. | : Jointly Administered |
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**JOINT STIPULATION AND AGREED ORDER REDUCING PROOF OF CLAIM
NUMBER 2247 AND COMPROMISING
AND ALLOWING IN PART PROOF OF CLAIM NUMBER 13981**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates,
debtors and debtors-in-possession in the above-captioned cases (collectively, the
"Debtors"), Goldman Sachs Credit Partners, L.P. ("GSCP"), Siemens Financial Services,
Inc. and Siemens VDO Automotive SAS (with Siemens Financial Services, Inc., "VDO")
respectfully submit this Joint Stipulation And Agreed Order Reducing Proof of Claim
Number 2247 and Compromising and Allowing in Part Proof of Claim Number 13981
and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.*, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on or about March 10, 2006, Siemens VDO Automotive SAS filed proof of claim number 2247 (the "VDO Proof of Claim") against Delphi Automotive Systems LLC ("DAS LLC") asserting an unsecured non-priority claim in the amount of \$9,309,024.84.

WHEREAS, on or about July 28, 2006, GSCP filed proof of claim number 13981 (the "GSCP Proof of Claim") against DAS LLC asserting an unsecured non-priority claim in the amount of \$1,545,794.84 as assignee of VDO.

WHEREAS, on or about August 1, 2006, Siemens VDO filed a notice that it had transferred all of its right, title and interest in \$1,545,794.84 of the sums claimed in the VDO Proof of Claim to GSCP (Docket No. 4805).

WHEREAS, the Debtors objected to the VDO Proof of Claim pursuant to the Fifth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject to Modification (Docket No. 6100) ("Fifth Omnibus Claims Objection"), which was filed December 8, 2006.

WHEREAS, on October 1, 2007, the Debtors and VDO agreed to a partial resolution of the Fifth Omnibus Claims Objection regarding the VDO Proof of Claim

pursuant to which the VDO Proof of Claim shall be deemed amended so as to be reduced by the amount of the invoices totaling \$1,545,794.84 listed therein.

WHEREAS, on October 1, 2007, DAS LLC, VDO and GSCP entered into a settlement agreement (the "Settlement Agreement") in which they agreed to a partial resolution with respect to the GSCP Proof of Claim.

WHEREAS, pursuant to the Settlement Agreement, the GSCP Proof of Claim shall be reduced and allowed as a general unsecured non-priority claim against DAS LLC in the amount of \$1,332,172.84 and any and all distributions on account of it shall be made to GSCP.

WHEREAS, the Debtors, GSCP and VDO seek to avoid the costs and expenses of unnecessary litigation.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

NOW, THEREFORE, in consideration of the foregoing, the Debtors, GSCP and VDO hereby stipulate and agree as follows:

1. The VDO Proof of Claim, proof of claim number 2247, is amended and reduced by the amount of the invoices totaling \$1,545,794.84 listed therein, and is asserted as an unsecured non-priority claim against DAS LLC. The remaining portion

of proof of claim number 2247 shall not include any sum arising out of or relating to the invoices listed in proofs of claim numbers 2247 or 13981, as any claim for those sums has been resolved as specified in paragraph 4 below. In other respects, the VDO Proof of Claim shall remain unchanged, and the parties reserve all of their respective rights regarding it.

2. Debtors' Fifth Omnibus Claims Objection shall continue as against the VDO Proof of Claim as modified and amended by this Joint Stipulation and Agreed Order.

3. Nothing contained herein shall constitute, nor shall it be deemed to constitute, the allowance of any claim asserted by VDO against any of the Debtors.

4. The GSCP Proof of Claim is allowed in the amount of \$1,332,172.84 as a general unsecured non-priority claim against DAS LLC and any and all distributions on account of it shall be made to GSCP.

5. Nothing contained herein shall constitute, nor shall it be deemed to constitute, the allowance of any claim asserted by GSCP against any of the Debtors except as expressly set forth herein.

Dated: New York, New York
October 24, 2007

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger
NEIL BERGER (NB-3599)

A Member of the Firm
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000

Dated: Chicago, Illinois
October 22, 2007

SIEMENS FINANCIAL SERVICES, INC.
and SIEMENS VDO AUTOMOTIVE SAS
By their Counsel,
Reed Smith LLP
By:

/s/ Arlene Gelman
ARLENE GELMAN
20 South Wacker Drive
Chicago, Illinois 60606-7507
(312) 207-1000

[Signatures concluded on the following page]

Dated: Boston, Massachusetts
October 23, 2007

GOLDMAN SACHS CREDIT PARTNERS, L.P.
By their Counsel,
Brown Rudnick Berlack Israels LLP
By:

/s/ Jessica M. Paris
JESSICA M. PARIS
One Financial Center
Boston, Massachusetts 02111
(617) 856-8200

SO ORDERED

This 16th day of November, 2007
in New York, New York

_____/s/Robert D. Drain_____
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT N

| Company | Contact | Address1 | Address2 | City | State | Zip |
|----------|---------------------|----------------------------|-------------------------|----------|-------|-------|
| ATS Ohio | Robert D. Gordon | Clark Hill PLC | 500 Woodward Ste 500 | Detroit | MI | 48226 |
| ATS Ohio | Vladimir Jelisavcic | Longacre Master Fund, Ltd. | 810 Seventh Ave 22nd Fl | New York | NY | 10019 |

EXHIBIT O

| Company | Contact | Address1 | Address2 | City | State | Zip |
|--------------|-------------------|-------------------------------|----------------------------|------------|-------|-------|
| Laura Marion | Richard E. Kruger | Jaffe, Raitt, Heuer and Weiss | 27777 Franklin Rd Ste 2500 | Southfield | MI | 48034 |

EXHIBIT P

| Company | Contact | Address1 | Address2 | City | State | Zip |
|---|--------------------|--|----------------------|----------|-------|------------|
| New York State Department of Taxation and Finance | Bankruptcy Section | PO Box 5300 | | Albany | NY | 12205-0300 |
| State of New York State Department of Taxation | Neal S. Mann | Assistant Attorney General for the State of New York | 120 Broadway 24th Fl | New York | NY | 10271 |

EXHIBIT Q

| Company | Contact | Address1 | Address2 | City | State | Zip |
|-------------|-------------------|----------------------------|------------------------|------------|-------|-------|
| Cherry GmbH | Ganna Liberchuk | Hain Capital Holdings, LLC | 301 Route 17 6th Fl | Rutherford | NJ | 07070 |
| Cherry GmbH | Jason J. DeJonker | McDermott Will & Emery LLP | 227 West Monroe Street | Chicago | IL | 60606 |

EXHIBIT R

| Company | Contact | Address1 | Address2 | City | State | Zip |
|----------------|--------------------|--------------------------------|--------------------------|------------|-------|-------|
| ARC Automotive | Carrie E. Mitchell | Halperin Battaglia Raicht, LLP | 555 Madison Ave 9th Fl | New York | NY | 10022 |
| ARC Automotive | Cherrie MacDonald | Greenfelder Hemker & Gale, PC | 12 Wolf Creek Dr Ste 100 | Belleville | IL | 62226 |

EXHIBIT S

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Delphi Corporation
Special Parties

| Company | Contact | Address1 | Address2 | City | State | Zip |
|----------------------------|---------------|---------------------|-----------------------|------------|-------|-------|
| CSX Realty Development LLC | Joel M. Gross | Arnold & Porter LLP | 555 Twelfth Street NW | Washington | D.C. | 20004 |

EXHIBIT T

| Company | Contact | Address1 | Address2 | City | State | Zip |
|---------|-------------------|----------------------------|--------------------------|-----------|-------|-------|
| Timken | Brian Jarman | | | | | |
| Timken | Michael Gatto | SPCP Group LLC | Two Greenwich Plz 1st Fl | Greenwich | CT | 06830 |
| Timken | James M. Sullivan | McDermott Will & Emery LLP | 340 Madison Avenue | New York | NY | 10173 |

EXHIBIT U

| Company | Contact | Address1 | Address2 | City | State | Zip |
|----------------------|------------------|--------------------------------|----------------------|----------|-------|-------|
| JPMorgan Chase, N.A. | Kenneth S. Ziman | Simpson Thacher & Bartlett LLP | 415 Lexington Avenue | New York | NY | 10017 |

EXHIBIT V

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Delphi Corporation
Special Parties

| Company | Contact | Address1 | City | State | Zip |
|------------------------|--------------------|-----------------------|-----------|-------|-------|
| Viasystems Group, Inc. | Daniel Weber, Esq. | 101 South Hanley Road | St. Louis | MO | 63105 |

EXHIBIT W

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Delphi Corporation
Special Parties

| Company | Contact | Address1 | City | State | Zip |
|-------------|--------------------------------|---------------|----------|-------|------------|
| Mayer Brown | Attention: Jeffrey Tougas, Esq | 1675 Broadway | New York | NY | 10019-5820 |

EXHIBIT X

| Company | Contact | Address1 | Address2 | City | State | Zip |
|-----------------------------------|-------------------------------------|-------------------------------|-------------------|---------|-------|------------|
| Brown Rudnick Berlack Israels LLP | Attn Jessica M Paris | Siemens Financial Siemens VDO | One Financial Ctr | Boston | MA | 02111 |
| Reed Smith LLP | Attn Randall D Lehner Arlene Gelman | Siemens Financial Siemens VDO | 10 S Wacker Dr | Chicago | IL | 60606-7507 |